

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION

In re:	)	CHAPTER 11 CASES
	)	
DIVERSE ENERGY SYSTEMS, LLC	)	CASE NO. 15-34736
	)	
SCRIBNER INDUSTRIES, INC.	)	CASE NO. 15-34737
	)	
DIVERSE ENERGY SYSTEMS, LLC	)	CASE NO. 15-34738
d/b/a LEAN TECHNOLOGIES, LLC	)	
	)	
ROULY, INC.	)	CASE NO. 15-34739
	)	
Debtors.	)	Joint Administration Pending
	)	
	)	Emergency Hearing Requested
	)	

**DEBTORS' EMERGENCY MOTION FOR THE ENTRY OF INTERIM AND  
FINAL ORDERS AUTHORIZING THE USE OF CASH COLLATERAL  
AND GRANTING ADEQUATE PROTECTION**

THIS MOTION SEEKS AN ORDER THAT MAY ADVERSELY AFFECT YOU. IF YOU OPPOSE THE MOTION, YOU SHOULD IMMEDIATELY CONTACT THE MOVING PARTY TO RESOLVE THE DISPUTE. IF YOU AND THE MOVING PARTY CANNOT AGREE, YOU MUST FILE A RESPONSE AND SEND A COPY TO THE MOVING PARTY. YOU MUST FILE AND SERVE YOUR RESPONSE WITHIN 21 DAYS OF THE DATE THIS WAS SERVED ON YOU. YOUR RESPONSE MUST STATE WHY THE MOTION SHOULD NOT BE GRANTED. IF YOU DO NOT FILE A TIMELY RESPONSE, THE RELIEF MAY BE GRANTED WITHOUT FURTHER NOTICE TO YOU. IF YOU OPPOSE THE MOTION AND HAVE NOT REACHED AN AGREEMENT, YOU MUST ATTEND THE HEARING. UNLESS THE PARTIES AGREE OTHERWISE, THE COURT MAY CONSIDER EVIDENCE AT THE HEARING AND MAY DECIDE THE MOTION AT THE HEARING.

EMERGENCY RELIEF HAS BEEN REQUESTED. IF THE COURT CONSIDERS THE MOTION ON AN EMERGENCY BASIS, THEN YOU WILL HAVE LESS THAN 21 DAYS TO ANSWER. IF YOU OBJECT TO THE REQUESTED RELIEF OR IF YOU BELIEVE THAT THE EMERGENCY CONSIDERATION IS NOT WARRANTED, YOU SHOULD FILE AN IMMEDIATE RESPONSE.

**REPRESENTED PARTIES SHOULD ACT THROUGH THEIR ATTORNEY.**

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

Diverse Energy Systems, LLC ("Diverse Holdings"), Scribner Industries, Inc. ("Scribner"), Diverse Energy Systems, LLC d/b/a Lean Technologies, LLC ("Diverse"), and Rouly, Inc. ("Rouly" and, collectively with Diverse Holdings, Scribner, and Diverse, the "Debtors"), as debtors and debtors in possession, file this Motion (the "Motion") pursuant to section 363 of the Bankruptcy Code and FED. R. BANKR. P. 4001(b), for entry of interim and final orders authorizing the use of cash collateral and granting adequate protection. In support of this Motion, the Debtors respectfully state as follows:

**JURISDICTION AND VENUE**

1. This Court has jurisdiction to consider this Motion pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

**BACKGROUND**

**A. Procedural Background**

2. On September 7, 2015 (the "Petition Date"), the Debtors filed voluntary petitions for relief in this Court under chapter 11 of the Bankruptcy Code.

3. The Debtors continue to operate their businesses as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

4. To date, no creditors' committee has been appointed in the Debtors' cases by the United States Trustee. Further, no trustee or examiner has been requested or appointed in these chapter 11 cases.

**B. The Debtors' Business**

**1. Corporate Structure**

5. Diverse Holdings was formed in November 2011 as a Texas limited liability

company. Diverse Holdings acquired Diverse, a North Dakota company, in 2012 and is the sole owner and direct parent of Diverse. Since Diverse Holdings' acquisition of Diverse, all of the Debtors' business, including subsequent acquisitions, has been conducted through Diverse, while Diverse Holdings has remained a holding company. Diverse is the owner and direct parent of Scribner, which, in turn, is the owner and direct parent of Rouly.

6. Diverse also directly owns Acquisitions Finance Group, Inc., which is the owner and direct parent of ITS Engineered Systems, Inc. ("ITS").<sup>1</sup> Thus, Diverse is the indirect parent of ITS.

## **2. Nature of the Debtors' Business**

7. Diverse is a provider of integrated solution platforms for upstream and midstream customers in the natural gas production, oil production, and water treatment industries. Diverse manufactures new oil and gas field service equipment to be sold on a single unit basis or as a group. Diverse also manufactures certain types of equipment, primarily artificial lift, power generation and vapor recovery units, to be used in its rental fleet. Regardless of whether a customer chooses to lease or purchase the equipment, it is configured to appropriately accommodate the characteristics of the specific application it will service. Additionally, Diverse offers support and maintenance service to its customers for both leased and owned equipment. Headquartered in Houston, Texas, Diverse has personnel and facilities in every major oil and gas basin and over 250,000 sq. ft. of production space with manufacturing facilities in Hobbs, New Mexico, Katy and Odessa, Texas, and Grafton, North Dakota.

8. At the close of 2012, Diverse acquired Scribner and Rouly, which provided it with a 5,000 square foot manufacturing facility and office in Odessa, Texas, and a 10,000 square foot manufacturing facility in Hobbs, New Mexico, to support the Debtors' operations in the Permian Basin.

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<sup>1</sup> In addition to ITS, Acquisitions Finance Group, Inc. also owns an entity called ITS Water Solutions, Inc.

9. In order to build an infrastructure capable of supporting substantial continued revenue growth, Diverse made significant investments in SG&A and facilities in 2012, 2013 and 2014. As the Company was poised to take advantage of an increase in revenue related to the boom in U.S. fracking, the industry slowed as the price of oil plummeted, leaving Diverse with an inflated cost structure for the current revenue level. As a result, the Debtor's management has been forced to make difficult but necessary adjustments to rightsize the Company, reducing personnel and employee benefits, in order to conserve cash.

**C. Relationship between Diverse and ITS Engineered Systems, Inc.**

10. As noted above, Diverse is the indirect parent ITS. ITS filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code on April 17, 2015. ITS's bankruptcy case is currently pending in this Court as Case No. 15-32145 (KKB).

11. Pursuant to the terms of a certain Promissory Note dated September 1, 2013, Diverse loaned ITS up to the sum of \$3,000,000.00 on a revolving basis. In conjunction with such borrowing, ITS executed a certain Security Agreement dated September 1, 2013, granting Diverse a security interest in substantially all of ITS's assets. Diverse filed a UCC financing statement with the Texas Secretary of State on September 12, 2013 (collectively the "Diverse Credit Facility"). As of the petition date in ITS's bankruptcy case, the amount owing under the Diverse Credit Facility was approximately \$1,365,404.57.

12. On May 22, 2015, the Court entered its *Final Order (I) Authorizing Use of Cash Collateral and Grant of Adequate Protection, and (II) Authorizing Post-Petition Financing* (the "ITS DIP Financing Order")<sup>2</sup> in the ITS bankruptcy case. In accordance with the ITS DIP Financing Order, Diverse has provided ITS debtor-in-possession financing to enable ITS to pay operating expenses and other administrative expenses of ITS's bankruptcy estate. As described in the *Debtors' Emergency Motion for Entry of Interim and Final Orders Authorizing the Debtors to (I)*

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<sup>2</sup> See ITS Docket No. 60.

*Continue Using Their Cash Management System, (II) Maintain Their Existing Bank Accounts and Business Forms, (III) Continue Transactions with ITS Engineered Systems, Inc., and (IV) Granting Related Relief* (the "Cash Management Motion") filed concurrently herewith, the Debtors seek to continue their existing cash management system, which would include continuing to provide financing to ITS pursuant to the ITS DIP Financing Order on a post-petition basis.

**D. Alerus's Indebtedness**

13. Diverse's primary prepetition secured lender is Alerus Financial, N.A. ("Alerus"). Diverse has the following loans with Alerus: (i) a \$10,000,000 revolving line of credit (Loan A); (ii) a \$1.25 million equipment term loan (Loan B); (iii) a \$1.5 million Phase II equipment acquisition loan (Loan C); (iv) a \$2.1 million construction loan (Loan D); (v) a \$500,000 property term note for a field services center in Berthold, North Dakota (Loan E); and (vi) a \$600,000 construction loan for fabrication shop in Grafton, North Dakota (Loan F). The Alerus loans are generally secured by Diverse's land and any improvements thereon in North Dakota, including its manufacturing facility in Grafton, field services property in Berthold, and fabrication shop in Grafton, as well as by Diverse's rents and profits, inventory, accounts, deposit accounts, general intangibles, and equipment (the "Prepetition Collateral").<sup>3</sup>

14. Because Alerus's Prepetition Collateral includes accounts and deposit accounts, Alerus likely asserts a security interest in certain of the Debtors' cash and cash equivalents on hand as of the Petition Date and to be received post-petition as proceeds of the Prepetition Collateral (the "Cash Collateral").

**RELIEF REQUESTED**

15. By this Motion, the Debtors seek interim and final orders authorizing the use of Cash Collateral pursuant to section 363(c) of the Bankruptcy Code. The Debtors request authority

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<sup>3</sup> Nothing herein shall be construed as an admission or waiver by the Debtors as to the amount of Alerus's prepetition claim or the validity, priority, or extent of Alerus's asserted liens on the Debtors' assets. The Debtors reserve all rights with respect to these issues.

to use Cash Collateral in accordance with the Budget attached hereto as **Exhibit "A"** (the "Budget") on an interim basis, and in accordance with subsequent budgets hereafter approved by the Court on a final basis.

16. In addition, under sections 361 and 363(e) of the Bankruptcy Code, the Debtors seek to grant adequate protection to Alerus for any diminution of the value of the Prepetition Collateral (as defined below) as a result of the use of Cash Collateral through the issuance of a replacement lien in favor of Alerus on Cash Collateral generated post-petition.

17. The relief requested herein is necessary to prevent immediate and irreparable harm to the Debtors' chapter 11 estates and permit the Debtors to continue to operate their businesses and to satisfy their direct operating expenses and other administrative expenses of their estates. The Debtors request approval for interim use of Cash Collateral through October 11, 2015, on an interim basis (the "Interim Order") and thereafter on a permanent basis (the "Final Order").

18. The Debtors assert that the interests of the Alerus in the Prepetition Collateral are adequately protected. Moreover, to the extent of any diminution in value in Alerus's Cash Collateral occasioned by the Debtors' use of such Cash Collateral, the Debtors propose to grant Alerus replacement liens in cash generated post-petition to ensure that Alerus's interests are adequately protected. Further, the Debtors' continued use of the Prepetition Collateral maximizes the position of all of the Debtors' creditors, including Alerus. Without the use of the Cash Collateral, the Debtors would be unable to pay their operating expenses, which, in turn, would force them to cease operating. The Debtors businesses and their assets, including the Prepetition Collateral, are far more valuable as a going concern than they would be if the Debtors were forced to cease operations. Moreover, the Debtors' ongoing operations benefit Alerus in that new Cash Collateral is created.

19. At the present time, an immediate and critical need exists for the Debtors to be permitted access to funds in order to continue their business operations, to pay their operating

expenses, and to protect the going concern value of their businesses.

20. Pursuant to section 363(c)(2)(B) of the Bankruptcy Code, the Debtors request that the Court authorize and approve the Debtors' use of Cash Collateral for the payment of their expenses in accordance with the Budget and with subsequently approved budgets. To remain in possession of their property, to continue their business activity, and to preserve their going concern value, the Debtors request use of Cash Collateral in the Debtors' ordinary business operations. The Debtors believe that payment of operating expenses is reasonable and that such payment is for necessary business expenses which must be paid in order to continue the Debtors' business operations.

21. In the event the Court does not authorize the Debtors' proposed use of Cash Collateral, the Debtors believe that the Debtors will be seriously and irreparably harmed, resulting in significant losses to the Debtors' estates and their creditors.

22. In filing this Motion, the Debtors do not admit that Alerus holds valid, perfected, enforceable or unavoidable prepetition liens and security interest in and to any of the Prepetition Collateral. The Debtors do not waive the right to contest the validity, perfection, enforceability, or avoidability of Alerus's liens and security interests in and to the Prepetition Collateral.

#### **APPLICABLE AUTHORITY**

23. One of the Debtors' most pressing concerns is the need for immediate use of Cash Collateral pending a final hearing on this Motion. Rule 4001(b) and (c) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") provide that a final hearing on a motion to use cash collateral pursuant to section 363 of the Bankruptcy Code may not be commenced earlier than fourteen (14) days after the service of such motion. See FED. R. BANKR. P. 4001(b) and (c); 11 U.S.C. § 363. Upon request, however, the Court is empowered to conduct a preliminary expedited hearing on the motion and authorize the restricted use of cash collateral to the extent necessary to avoid immediate and irreparable damage to the debtor's estate. The Debtors require

use of Cash Collateral to pay present operating expenses and other administrative expenses of the Debtors' estates.

24. The Debtors request immediate authority to use the Cash Collateral to fund the Debtors' day-to-day operations in accordance with the Budget. Absent such relief, the Debtors will not be able to continue to operate their business. In sum, failure to obtain authorization for the use of the Cash Collateral will be disastrous to the Debtors and their creditors. Entry of an order authorizing the use of Cash Collateral will minimize disruption to the Debtors' business and operations and permit the Debtors continue operations. Absent use of the Cash Collateral, the Debtors' estates would not have sufficient funds to satisfy their ongoing business obligations. Allowing use of Cash Collateral, therefore, is in the best interest of the Debtors' estates.

25. The use of Cash Collateral and the adequate protection proposed herein is fair and reasonable under the circumstances, reflects the Debtors' exercise of prudent business judgment, and is supported by reasonably equivalent value and fair consideration. Also, the adequate protection proposed herein in the form of replacement liens, in addition to its existing liens in the Prepetition Collateral, is sufficient to protect the interests of Alerus. As such, the Debtors should be afforded protections equivalent to those provided in section 364(e) of the Bankruptcy Code.

26. The relief requested herein should ensure that the Debtors' chapter 11 estates have sufficient resources to commence their chapter 11 case and to provide a seamless transition to operating their business as debtors-in-possession. The Debtors request that the Court grant the Motion.

#### **NOTICE**

27. Notice of this Motion has been provided to (i) the office of the United States Trustee for the Southern District of Texas, (ii) the holders of the twenty (20) largest unsecured claims against the Debtors, (iii) Alerus, and (iv) all other parties requesting notice in these chapter 11 cases. The Debtors respectfully submit that no other or further notice need be provided.



**EMERGENCY HEARING REQUESTED**

28. The Debtors have an immediate need for the relief requested in this Motion. Accordingly, the Debtors request that the Court conduct an emergency interim hearing on the Motion at the earliest date available on its docket and, following such emergency hearing, enter an interim order granting the Motion.

**CONCLUSION**

WHEREFORE, the Debtors respectfully request that the Court (i) grant the Motion; (ii) enter an Interim Order permitting the Debtors to use Cash Collateral consistent with the Budget; (iii) after a final hearing on this Motion, enter a Final Order permitting the Debtors to use Cash Collateral on a final basis as provided herein; (iv) grant Alerus replacement liens in the Cash Collateral as provided herein; and (v) grant all such other and further relief as is just and proper.

Dated: September 7, 2015

Respectfully submitted,

/s/ J. Robert Forshey

J. Robert Forshey  
State Bar No. 07264200  
Suzanne K. Rosen  
State Bar No. 00798518  
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PROPOSED ATTORNEYS FOR DEBTORS  
AND DEBTORS IN POSSESSION

**CERTIFICATE OF SERVICE**

I hereby certify that a true and correct copy of the foregoing document was served upon the parties listed on the attached service list via United States Mail, first class postage prepaid, on September 8, 2015 and via ECF electronic Notice, if available, on September 7, 2015.

/s/ J. Robert Forshey  
J. Robert Forshey

**CERTIFICATE OF ACCURACY**

The undersigned hereby certifies that the facts contained in the foregoing Motion are true and correct to the best of his knowledge.

/s/ Todd A. Hass  
Todd A. Hass  
Authorized Representative of the Debtors

**CERTIFICATE OF CONFERENCE**

Both counsel and the financial professionals for the Debtors have been in frequent communication for a number of weeks, including calls on September 4 and 7, 2015. A draft of this Motion, the proposed order and the proposed cash collateral budget have been forwarded to counsel for Alerus at approximately 2:00 p.m. on September 7, 2015. Debtor is awaiting the final response from Alerus' counsel to the proposed documents and budget.

/s/ J. Robert Forshey  
J. Robert Forshey

# **EXHIBIT “A”**

## Diverse

Description	9/7/2015	9/14/2015	9/21/2015	9/28/2015
<b>Beginning Cash</b>	<b>414,917</b>	<b>388,447</b>	<b>449,948</b>	<b>120,382</b>
<b>Diverse DIP Loan</b>				
<b>ITS DIP Loan (advance) payment</b>	<b>(59,116)</b>	<b>35,311</b>	<b>(46,998)</b>	<b>10,627</b>
<b>Inflow:</b>				
AR Collections - Current	311,811	311,811	311,811	311,811
AR Collections - New	-	-	-	-
Capital Contributions	-	-	-	-
Bariven / PDVSA	-	-	-	-
Sales Tax	-	-	-	-
<b>Total Inflows</b>	<b>311,811</b>	<b>311,811</b>	<b>311,811</b>	<b>311,811</b>
<b>Outflow:</b>				
Payroll - Direct & Shop OH	-	-	63,139	-
Payroll - SG&A	-	-	216,308	-
401k \ Health Savings	6,000	-	9,600	6,000
Materials to Purchase (current orders)	78,760	78,760	78,760	78,760
Materials to Purchase (new orders)	-	-	-	-
Bariven \ PDVSA	-	-	-	-
ITS to Diverse charge \ DIP advance	150,000	150,000	150,000	150,000
Rents	-	-	4,741	19,500
Recurring Pymts	-	-	41,424	12,980
Utilities	3,495	610	6,157	22,070
Legal \ Professional fees	12,000	37,000	5,000	30,000
US Trustee Fees	-	-	-	-
General Expenses (i.e. shop expenses)	18,691	19,251	19,251	18,691
Adequate Protection Payments	10,219	-	-	-
Insurance (Health and Life)	-	-	-	84,080

**Total Outflows** 279,166 285,621 594,380 422,082

**Ending Cash** 388,447 449,948 120,382 20,738

**Total Consolidated Cash** 388,447 449,948 120,382 20,738

**Difference** - - - 0

## ITS

Description	9/7/2015	9/14/2015	9/21/2015	9/28/2015
<b>Inflow:</b>				
Revenue from Diverse \ DIP advance	150,000	150,000	150,000	150,000
<b>Outflow:</b>				
Payroll - Direct & Shop OH	112,308	-	101,100	-
Payroll - SG&A	13,009	-	13,009	-
401k	3,400	-	3,400	-
** Rents	-	-	-	-
Recurring Payments	-	-	-	-
Utilities	350	10,200	-	-
Materials in Manufacturing	66,240	66,240	66,240	66,240
Shop Overhead expenses	3,249	3,249	3,249	3,249
Legal and Professional Fees	10,000	35,000	10,000	25,000
Bank Fees	560			560
U.S. Trustee Fees	-	-	-	-
Diverse Management Fee				-
Insurance (Property, Umbrella, Health and	-	-	-	44,324

<b>Total Outflows</b>	209,116	114,689	196,998	139,373
<b>Net Cash Flows</b>	(59,116)	35,311	(46,998)	10,627

Diverse has a DIP loan facility to ITS and which has been previously approved by the Bankruptcy Court as a part of the ITS bankruptcy case. ITS will continue to manufacture goods for Diverse but, in order to do so, ITS will require additional advances on the DIP loan from Diverse to fund overhead and manufacturing costs.

The DIP loan is administered between ITS and Diverse as follows:

1. Diverse contracts with ITS to fabricate goods for a price equal to ITS' cost plus 10%;
2. Diverse then makes cash advances against the DIP facility to ITS to fund its expenses;
3. ITS charges Diverse for the cost of the constructing the goods in accordance with the contract, *i.e.* 110% of cost; and
4. Diverse then satisfies ITS' charges for fabricating the goods by offsetting ITS' charges against the outstanding balance of the DIP loan.

The cash collateral budget reflects this arrangement in terms of cash changing hands. The amounts projected to be advanced by Diverse to ITS are reflected in "Inflow" line of the ITS sheet as "Revenue from Diverse/DIP Loan Advance". Because no cash changes hands when ITS is "paid" by Diverse for the goods so manufactured through a credit against the outstanding balance of the DIP loan, that transaction does not appear on this cash budget. What appears on the Diverse portion of the cash budget is the collection of the accounts receivable by Diverse as Diverse's customers pay for the goods which were fabricated by ITS and sold by ITS to Diverse.

## Consolidated

Description	9/7/2015	9/14/2015	9/21/2015	9/28/2015
<b>Beginning Cash</b>	<b>414,917</b>	<b>388,447</b>	<b>449,948</b>	<b>120,382</b>
<b>DIP Loan</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Inflow:</b>				
AR Collections - Current	<b>311,811</b>	<b>311,811</b>	<b>311,811</b>	<b>311,811</b>
AR Collections - New \ Misc				
Capital Contributions				
Bariven / PDVSA				
Sales Tax				
<b>Total Inflows</b>	<b>311,811</b>	<b>311,811</b>	<b>311,811</b>	<b>311,811</b>
<b>Outflow:</b>				
Payroll - Direct & Shop OH	<b>112,308</b>	<b>-</b>	<b>164,239</b>	<b>-</b>
Payroll - SG&A	<b>13,009</b>	<b>-</b>	<b>229,317</b>	<b>-</b>
401k \ Health Savings	<b>9,400</b>	<b>-</b>	<b>13,000</b>	<b>6,000</b>
Materials to Purchase (current orders)	<b>145,000</b>	<b>145,000</b>	<b>145,000</b>	<b>145,000</b>
Materials to Purchase (new orders)				
Bariven \ PDVSA				
Rents	<b>-</b>	<b>-</b>	<b>4,741</b>	<b>19,500</b>
Recurring Pymts	<b>-</b>	<b>-</b>	<b>41,424</b>	<b>12,980</b>
Utilities	<b>3,845</b>	<b>10,810</b>	<b>6,157</b>	<b>22,070</b>
Legal \ Professional fees	<b>22,000</b>	<b>72,000</b>	<b>15,000</b>	<b>55,000</b>
US Trustee	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
General Expenses (i.e. shop expenses)	<b>22,500</b>	<b>22,500</b>	<b>22,500</b>	<b>22,500</b>
<b>Adequate Protection Payments</b>	<b>10,219</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Insurance (Property, Umbrella, Health and Life, et</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>128,404</b>

<b>Total Outflows</b>	<b>338,281</b>	<b>250,310</b>	<b>641,378</b>	<b>411,455</b>
<b>Ending Cash</b>	<b>388,447</b>	<b>449,948</b>	<b>120,382</b>	<b>20,738</b>
New Orders	-	-	-	-
Bariven \ PDVSA	-	-	-	-
New Orders - Bariven \ PDVDA cumulative	-	-	-	-
<b>Adjusted Ending Cash</b>	<b>388,447</b>	<b>449,948</b>	<b>120,382</b>	<b>20,738</b>

# **SERVICE LIST**



**Service List**  
**Diverse Energy Systems, et al.**  
**#5759**

Diverse Energy Systems, LLC, et al.  
Attn: Todd A. Hass, CFO  
1301 McKinney, Suite 3300  
Houston, TX 77010

Office of the U.S. Trustee  
515 Rusk Ave., Suite 3516  
Houston, TX 77002

IRS – U.S. Treasury  
PO Box 7346  
Philadelphia, PA 19101

National Oilwell Varco, L.P., - Mfg.  
10000 Richmond Avenue, Suite 100  
Houston, TX 77042

Howard Operating – HEP  
17806 IH-10 West, Suite 210  
San Antonio, TX 78257

Greatwide Dallas Mavis, LLC  
PO Box 405828  
Atlanta, GA 30384-5828

Mustang CAT Power Systems  
12800 Northwest Freeway  
Houston, TX 77040

**Jim Anderson**  
**272 Edennold Dr. NW**  
**Calgary, Alberta T3A4A4**  
**CANADA**

Ratner Steel Supply Company  
MI14  
P.O. Box 9201  
Minneapolis, MN 55480-9201

Murphy Industries  
Dept. 96-0494  
Oklahoma City, OK 73196-0494

United Holdings LLC  
dba Buck's Engines  
PO Box 731595  
Dallas, TX 75373-1595

CGSI  
PO Box 941417  
Houston, TX 77094

Pannell Kerr Forster  
5847 San Felipe, Suite 2400  
Houston, TX 77057-3092

StrongFab Solutions, Inc.  
P.O. Box 41266  
Houston, TX 77241

FMC Technologies Measurement Solutions,  
Inc.  
14121 Collections Center Drive  
Chicago, IL 60693

Knighten Machine & Service, Inc.  
dba Knighten Industries  
3323 N. County Rd. W.  
Odessa, TX 79764

Twin Stars Compression, LLC  
100 Iowa  
Bloomfield, NM 87413

Ventech Process Equipment, Inc.  
PO Box 4261  
Pasadena, TX 77502

Erwin Caraballo  
6020 NW 99th Ave., Suite 308  
Doral, FL 33178

Texas Industrial Engine Parts, Inc.  
PO Box 590  
George West, TX 78022

World Wide Electric Corp.  
3540 Winton Place  
Rochester, NY 14623

Houston Global Heat Transfer  
14446 Smith Rd.  
Humble, TX 77396

**George Fort**  
**Ave. 3G No 71-37**  
**Maracaibo, Venezuela**

Industrial Piping Specialists Inc.  
P.O. Box 581270  
Tulsa, OK 74158

Command Center, Inc.  
P.O. Box 951753  
Dallas, TX 75395-1753

Westair-Praxair Distribution  
dba West Air Gas & Equipment  
PO Box 1339  
Abilene, TX 79604

Blackmer, Divison of Dover Energy  
1809 Century SW  
Grand Rapids, WI 49503

Robert D. Duncan  
dba DK Trucking  
PO Box 13378  
Odessa, TX 79768

General Steel Warehouse, Inc.  
P.O. Box 2037  
Lubbock, TX 79408

Angus Measurement Systems, LP  
PO Box 14440  
Odessa, TX 79768

Elliott Electric Supply Inc.  
PO Box 630610  
Nacogdoches, TX 75963

Quail Energy Services, LP  
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Andrews, TX 79714

Anton Friske  
78 Shiloh Rd.  
Odessa, TX 79762

Custom Fiberglass Inc.  
PO Box 70  
Mills, WY 82644

Precision Welding and Machine, LLC  
PO Box 61710  
Midland, TX 79711-1710

Valley Industrial X-Ray & Inspection Service, Inc.  
APPLUS RTD - VIXR Lockbox  
25636 Network Place  
Chicago, IL 60673-1256

Enterprise Fleet Management Inc.  
PO Box 800089  
Kansas City, MO 64180-0089

Mario A. Castro  
dba Ace Sheetmetal Production  
3237 S. Einstein Ave.  
Odessa, TX 79766

Duncan Co.  
425 Hoover Street NE  
Minneapolis, MN 55413

Hughes Oilfield Transportation, Inc.  
2513 N Mercury Ave.  
Odessa, TX 79763-1922

Grainger  
4110 S County Road 1276  
Midland, TX 79706

Ameripride Linen  
P.O. Box 3160  
Bemidji, MN 56619-3160

Permian Machinery Movers, Inc.  
P.O. Box 11281  
Odessa, TX 79760-8281

Alerus Financial - Alerus Acct  
P.O. Box 6001  
Grand Forks, ND 58206

Integral Equipment Leasing, LLC  
1301 McKinney, Suite 3300  
Houston, TX 77010

Nations Equipment Finance  
501 Merritt Seven, 6th Floor  
Norwalk, CT 06851

Fountain Partners  
50 California St., Suite 3330  
San Francisco, CA 94111

City of Grafton  
Municipal Utilities  
P.O. Box 578  
Grafton, ND 58237

Ally  
P.O. Box 9001948  
Louisville, KY 40290-1948

Liberty Power Holdings, LLC  
25901 Network Place  
Chicago, IL 60673

City of Odessa  
411 West 8<sup>th</sup> St.  
Odessa, TX 79760

AT&T  
PO Box 5001  
Carol Stream, IL 60197

AT&T Mobility  
PO Box 6463  
Carol Stream, IL 60197

Direct TV  
PO box 78626  
Phoenix, AZ 85062

Waste Management  
PO Box 4648  
Carol Stream, IL 60197

De Lage Landen Financial Services, Inc.  
PO Box 41602  
Philadelphia, PA 19101-1602

Midcontinent Communications  
PO Box 5010  
Sioux Falls, SD 57117

SRT Communications  
P.O. Box 2027  
Minot, ND 58702-2027

TW Telecom  
PO box 172567  
Denver, CO 80217

Municipal Utilities  
PO Box 578  
Grafton, ND 58237

CenturyLink  
PO Box 91154  
Seattle, WA 98111

Polar Communications  
P.O. Box 270  
Park River, ND 58270

Montana Dakota Utilities Co.  
PO Box 5600  
Bismarck, ND 58506-5600

Verendrye Electric Cooperative  
615 Hwy 52 West  
Velva, ND 58790

Comcast Corporation  
One Comcast Center, 32<sup>nd</sup> Floor  
Philadelphia, PA 19103

Refuse Disposal Service  
1463 Detweiler Dr.  
Grafton, ND 58237-2603

The Aldridge Company  
P.O. Box 56506  
Houston, TX 77256